

YORK COUNTY HISTORICAL MUSEUM CORPORATION  
BYLAWS

ARTICLE I

DIRECTORS

- 1.1 General Powers. The York County Historical Museum (hereinafter may be referred to as the "Museum") shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Museum managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.
- 1.2 Number. The number of directors of the Museum shall be no less than three (3) and no more than eleven (11). The number of directors may be increased or decreased from time to time by the Board of Directors. The initial number of directors shall be three (3), as set out in the Articles of Incorporation. By a vote of a majority of the Board as it may be constituted at any time, the number may be increased to not more than eleven (11). The Board shall strive to elect directors representing the York County Historical Committee, "Friends of the Museum," employees and staff of the County of York, and the York County Historical Society. In the event that the number of directors shall increase to nine (9), the directors shall strive to elect three (3) from the York County Historical Committee, two (2) from a "Friends of the Museum", one (1) from the York County Staff, one (1) from the York County Historical Society and two (2) at-large members. However, these goals represent recommendations only, and are not binding on the Board.
- 1.3 Appointment and Term. The initial directors shall be appointed by the incorporator. Additional directors shall be appointed or elected in the manner and for the term set forth in the Articles of Incorporation. No individuals shall be appointed or elected without their prior consent. Terms shall be three years, except as may otherwise be set forth in the Articles of Incorporation.
- 1.4 Removal; Vacancies. The Board of Directors then serving may remove any director appointed by the Board or request replacement of a director appointed by a supporting organization, with or without cause, but only at a meeting called for to include that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining directors. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the

vacancy occurs, but the new director may not take office until the vacancy occurs. Supporting organizations nominating directors will recommend their member to the Board of Directors, to serve from their respected group and may replace them during their term if necessary or requested by the Board of Directors.

- 1.5 Meetings. The Board of Directors will hold an annual meeting and may hold regular or special meetings at such place and time as may be provided in the notice of the meeting and approved by the President or the Board of Directors.
- 1.6 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than five (5) days before the meeting, by delivering the same to each director in person or to the director's residence or business address (or such other place as the director may have indicated in writing) by mail, messenger, or other means of written communication or by telephoning or emailing such notice to the director. Any such notice shall set forth the time and place of the meeting.
- 1.7 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- 1.8 Quorum; Voting. A majority of the current number of directors serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly upon the arrival of such director, to holding it or transacting specified business at the meeting; or (ii) the director votes against, or abstains from, the action taken.
- 1.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may

simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

- 1.10 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

## ARTICLE II COMMITTEES OF DIRECTORS

- 2.1 Committees. The Board of Directors may create one or more committees, including an Executive Committee. Each committee shall have no less than three (3) who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken. At least one member of the committee shall be a member of the Board of Directors; other members may be appointed by the Board from the community at large.
- 2.2 Authority and Duties of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease or exchange, or the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Museum; or (vi) approve revocation of voluntary dissolution proceedings. Committees shall have such duties and responsibilities as the Board of Directors shall, from time to time, deem appropriate.
- 2.3 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of The Board of Directors shall apply to committees of directors and their members as well.
- 2.4 Standing Committees. The Board of Directors shall establish committees and their chairs as needed, required or appropriate. Chairs of the committees report directly to the President of the Board.

### ARTICLE III PATRONS/FRIENDS

The Board of Directors may establish an application or invitation process for Patrons/Friends of the Museum to provide for the participation of such individuals, businesses, organizations, or other entities as are interested in or supportive of the charitable and educational purposes of the Museum. Patrons/Friends shall have no vote and shall not be considered Members of the Museum Board. Patrons shall have such other rights and privileges as the Museum's Board of directors shall, from time to time, designate, including the right to receive an annual report describing the activities and accomplishments of the Museum.

### ARTICLE IV OFFICERS

- 4.1 Officers. The officer of the Museum Board shall be a President, a Treasurer, and a Secretary, and at the discretion of the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Museum.
- 4.2 Election; Term. Officers shall be elected by the Board of Directors. They shall hold office, unless removed, until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective. Officers shall serve terms of one (1) year and no officer shall be eligible to serve more than three (3) consecutive terms in the same official capacity. Terms of office shall begin July 1<sup>st</sup>.
- 4.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.
- 4.4 Duties of Officers. The President shall be the Chief Executive Officer of the Museum. The President and the other officers of the Museum shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

### ARTICLE V EXECUTIVE DIRECTOR

The Board of Directors may appoint or employ an individual to serve as the Museum's Executive Director. The Board shall set forth in

a written agreement the terms and conditions of the Executive Director's employment. The Executive Director, upon appointment, shall serve at the pleasure of the Board and shall be responsible for the conduct of the activities of the Museum within the prescribed policies of the Board of Directors. The Executive Director shall be an ex officio member of all committees.

## ARTICLE VI MISCELLANEOUS PROVISIONS

- 6.1 Fiscal Year. The fiscal year of the Museum shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall begin 1 July.
- 6.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.
- 6.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Directors provided notice of such is given to the Directors prior to that meeting.

## ARTICLE VII PARLIAMENTARY AUTHORITY

- 7.1 Roberts' Rules of Order revised when not in conflict with these Bylaws shall govern the proceedings of this Board.